

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

PETER D. SCHIFF, AND EURO PACIFIC
CAPITAL INC.,

Plaintiffs,

vs.

YAYI INTERNATIONAL INC.,

Defendant.

15 Civ. 00359 (VSB)

**AFFIRMATION OF
CHRISTOPHER L. AYERS IN
SUPPORT OF PLAINTIFFS'
MOTION FOR LEAVE TO FILE
FIRST AMENDED COMPLAINT**

I, Christopher L. Ayers, **affirm under penalty of perjury** that:

1. I am an associate of Anderson Kill P.C., counsel for plaintiffs Euro Pacific Capital Inc. et. al., ("Plaintiffs"). I make this affirmation on personal knowledge in support of Plaintiffs' Motion for Leave to File First Amended Complaint.

2. Attached hereto as **Exhibit A** is a true and correct copy of Plaintiffs' proposed First Amended Complaint.

3. Attached hereto as **Exhibit B** is a true and correct copy of a redlined version of Plaintiffs' proposed First Amended Complaint, which compares Plaintiffs' currently filed complaint with the proposed First Amended Complaint.

4. Attached hereto as **Exhibit C** is the proposed amended caption which reflects Euro Pacific Capital Inc. ("Euro Pac") as investor representative and attorney in fact for the all of its investors in Defendant Yayi International Inc. ("Yayi").

5. Attached hereto as **Exhibit D** is a true and correct copy of the Securities Purchase Agreement between Yayi and Euro Pacific. Under paragraph 2.8, all investors appointed Euro Pac, as their Investor Representative, and their true and lawful agent and attorney in fact to act on their behalf.

I declare under penalty of perjury that the foregoing is true and correct.

Dated: April 30, 2015
New York, New York

ANDERSON KILL P.C.

/s/ Christopher L. Ayers
David Graff, Esq.
Christopher L. Ayers, Esq.
Rachael Kierych, Esq.
1251 Avenue of the Americas
New York, New York 10020
Tel.: 212-278-1000
Fax: 212-278-1733

Attorneys for Plaintiffs